SPILL PREVENTION RESPONSE PLAN

and

SPILL PREVENTION CONTROL

&

COUNTERMEASURE PLAN

CARLOS R. LEFFLER, INC.

TUCKERTON BULK STORAGE FACILITY

4030 POTTSVILLE PIKE

READING

BERKS COUNTY PA

MAY, 1994

REVISED SEPTEMBER, 1996

PA D.E.R. I.D. No: 06-02693

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SPILL PREVENTION RESPONSE PLAN

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SPILL PREVENTION RESPONSE PLAN

for

CARLOS R. LEFFLER, INC.

TUCKERTON BULK STORAGE FACILITY

Mailing Address	Plant Location Address
4030 Pottsville Pike	4030 Pottsville Pike
Reading, PA 19605	Reading, PA 19605

Muhlenberg Township

Berks County, PA

May 1994

Revised September, 1996

A. Overview

The Carlos R. Leffler, Inc. Tuckerton Bulk Storage Facility located at 4030 Pottsville Pike, Muhlenberg Township. Berks County, PA, handles, stores and distributes petroleum products in the form of gasoline, kerosene, diesel fuel, and fuel oil. The attached drawing, Appendix "A" shows the property boundaries and adjacent highway, on-site buildings and oil handling facilities.

The facility is a modernized tank farm with computerized control, safety, and inventory systems. Products are stocked from underground pipeline and distributed by truck.

On-site storage consists of thirteen (13) vertical above-ground tanks and two (2) underground storage tanks as follows:

TANK NO.	PRODUCT STORED	MATERIAL	SAFE FILL CAPACITY (gal.)
A23	DIESEL	STEEL	334,520
A24	DIESEL	STEEL	335,909
A25	KEROSENE	STEEL	333,610
A26	REMOVED	STEEL	
A27	REMOVED	STEEL	
A28	KEROSENE	STEEL	441,100
A29	GASOLINE	STEEL	609,506
A30	GASOLINE	STEEL	985,442
A31	FUEL OIL	STEEL	1,244,049
A32	GASOLINE	STEEL	629,284
A33	GASOLINE	STEEL	986,326
A34	FUEL OIL	STEEL	1,236,554
A35	XCL-12	STEEL	10,040
A37	GAS ADDITIVE	STEEL	3,000
A38	DIESEL ADDITIVE	STEEL	1,000
B002 *	MIXED OIL/GAS	STEEL	3,000
B004 *	VAPOR RECOVERY	FIBERGLASS	2,000
		TOTAL	7,155,340

Vehicles: One Carlos R. Leffler, Inc. truck is based at this facility. All other trucks loading at this facility are based at other Carlos R. Leffler, Inc. plants, or are customer's trucks.

* These underground tanks are "tanks within another tank". The space between tank walls is equipped with an alarm system that continuously indicates the condition of the space, shows petroleum content, moisture or dry conditions.

B. Existing Emergency Response Procedures

Emergency response procedures are detailed in the Spill Prevention Control and Countermeasure Plan (SPCC Plan). A copy of this document is attached to the facilities Spill Prevention Response Plan.

Carlos R. Leffler, Inc. has assembled a spill response trailer to respond to emergency needs. The trailer is located in Richland, PA., approximately a two and a half hour drive from any part of the service area.

Each Carlos R. Leffler, Inc. truck is equipped with a copy of the "Carlos R. Leffler, Inc. Highway Incident Response Plan"detailing the procedures to be followed in the event of a spill during local delivery or transit operations.

C. Organizational Structure

Responsibility for plan implementation rests with the Terminal Operator. However, each employee and truck driver will be asked to report any situations or equipment conditions that could cause dangerous situations or spill potential.

1. Potential spill sources and severity of resulting spills include the following:

	Potential Spill Source	Spill Severity
a.	Valve failure	Minor (1-20 Gal.)
b.	Pipe failure	Minor (1-20 Gal.)
c.	Pump failure	Minor (1-20 Gal.)
d.	Truck loading accident	Intermediate (5-50 Gal.)
e.	Truck valve failure	Intermediate (5-100 Gal.)
f.	Truck tank failure	Intermediate (5-1,000 Gal.)
g.	Storage tank rupture	Major (1-1,244,049 Gal.)

2. Spill reporting Procedures

All spills and leakage situations will be reported per the following criteria:

a.	Minor spills	Terminal Operator Corp. Safety Director
b.	Intermediate spills	Terminal Operator Corp. Safety Director Executive Vice President

c.	Major Spills	Terminal Operator Corp. Safety Director Executive Vice President Corporate President

3. Fire Potential

   a. Electrical Storms - All tanks are electrically grounded. The grounding system is monitored by computer and will not permit fuel to flow unless all safety ground wires are properly connected.

   b. Loading accidents - Each driver loads his own truck or transport. Any accident during the loading operation will be noticed and addressed by the driver in the specific situation.

4. Tank Construction

   All above-ground tanks are constructed with hard lids and vents or floating lids to minimize vapor build-up in the enclosed area above the product. All tanks have high level devices that alert the operator when tanks are close to the overflow point.

5. Inspection and Monitoring

   a. Above-ground pipes, pumps and tanks will be checked visually by plant personnel each work day.

   b. Computer inventory will be checked daily, as well as before and after each truck filling.

   c. Computer inventory will be checked before, during and after pipeline delivery.

   d. At this facility all of the underground pipe lines will be pressure tested annually. Results of the pressure tests will be documented on a form supplied by the Independent Testing Company and kept on file for at least three (3) years.

6. History of Past Incidents and Spills

   a. Since purchasing this bulk storage facility in May, 1994, Carlos R. Leffler, Inc. has not experienced a spill or equipment failure at this facility.

b. Under the previous owner, numerous incidents of product release and spills occurred. Monitoring and clean-up efforts are continuing to be done. Reports of the previous incidents and a copy of the clean-up plan are available at the Carlos R. Leffler, Inc. Richland office.

7. Periodic Review and Update of the Plan

This plan will be revised and updated by the Terminal Operator annually as required by Act 1989-32.

This plan will be revised whenever revisions to the plant occur that significantly change the potential for spills.

D. Material and Waste Inventory

The loading rack area is built so rain water and any spilled product will flow into a drainage grate and then to an oil/water separator. The existing oil/water separator is capable of containing 5.000 gallons of oil and is equipped with a float operated pump to periodically remove excess water. A 3;000 gallon underground waste oil tank is provided to temporarily store oil collected by the existing oil/water separator. The combination of oil/water separator and waste oil tank capacities will not contain the volume of the largest compartment filled at the terminal. The oil/water separator and the waste oil tank will be cleaned as required and the contents will be disposed according to existing regulations.

The existing 3.000 gallon waste oil underground storage tank will be replaced with a 10.000 gallon underground storage tank in December, 1996, the earliest time that a tank can be acquired. This will ensure that the loading rack area has a containment system to hold the volume of the largest truck compartment.

This facility is not a manufacturing plant. Therefore, industrial wastes are not generated at the site.

Materials stored on-site are listed in paragraph "A" above. These materials are offered for retail sale, and therefore are not considered waste products.

E. Spill and Leak Prevention and Response

This facility is equipped with the "Sculley System " of overflow prevention. Sensors in the truck tanks sense the product level in the truck tank being filled and, shut the pump off when the appropriate product level is achieved in the truck.

All pump, pipe, and hose connections are sources for potential spills and leaks. At this facility, the flanged connections are minimized and welded connections are used extensively. The truck loading area is sloped to a drainage trough covered by a steel grate. Any spilled product in the truck loading area will flow to the grate and be piped to the underground oil/water separator.

Each bottom loaded gasoline truck is equipped with the Sculley System, a self regulated shut-down sensor within the tank truck. When the tank truck is filled to the level of the sensor, the Scully System shuts-down the delivery pump.

All employees see the pumps and piping daily, and are instructed to act promptly and efficiently if a failure occurs. .

The tanks on this site are surrounded by earthen berms. In the event of a tank rupture, released product would be contained within the walls of the dike.

Rainfall is allowed to evaporate or is removed from the diked area by portable pump after being checked for the presence of petroleum product, whenever the contained water reduces the dike volume to less than the volume of the largest tank within the diked area. All pumpings will be recorded on a log sheet similar to the example in Appendix D.

F. Material Compatibility

1. With Petroleum Products

Steel and iron plate have long been used to transport and store petroleum products. No adverse reactions are anticipated.

2. With the Environment

a. Above-ground painting schedule - All exposed pipes, fixtures and tanks will be maintained by regularly receiving paint and corrosion control treatment.

b. Underground installation procedure - The only underground tanks on-site are the oil-water separator, waste oil tank and the vapor recovery tank. They were adequately coated to retard corrosion before installation. The underground pipes were adequately coated to prevent corrosion before installation.

c. Accidental and unintentional mixing of stored petroleum products will create no undue safety problem.

G. Inspection and Monitoring Program

Inspection frequency - Carlos R. Leffler, Inc. has a program of regular inspections of various components of the bulk storage facility (see SPCC Plan). Most of the facility pipes are above-ground and are visible to all employees daily. They will be observed during normal daily work assignments.

Inspection type - Employees monitor computer inventory as well as reading each tank gauge daily. Computer print-outs will be created for each truck loading transaction. Personnel will visually inspect pumps, pipes, joints, hose connections, loading area, locks and lights during their normal daily work assignments.

H. Preventative Truck Maintenance

The driver checks all truck mounted pumps, pipe joints, valves, and seals daily and again before each delivery or refill.

Annual pressure testing of equipment will be done by maintenance personnel who will repair, adjust or replace components as required.

I. Housekeeping

The loading area and pump area are cleaned with a solvent/detergent once a year before painting.

The warehouse floor will be swept once per month and washed once a year.

J. Security

The facility is surrounded by a six foot high chain link fence with a barbed wire top section. Electronic locks are activated by loading cards issued to competent drivers. Entrance and loading areas are visible from the office.

All pumps are shut off by computer when not in use. All tanks have automatic valves that open on demand and close when not being used.

Lights are controlled by photo-cells to assure adequate lighting twenty-four (24) hours per day.

K. External Factors

Threats to the environment due to power outages, floods and storms are not perceived as significant threats.

All valves in the line for truck loading are electrically operated. The site is located on relatively high ground, outside the flood plain area.

L. Communication and Alarm Systems

No formal alarm system is in effect due to the small number of employees, and the possible diversity of work assignments.

External:	Fire -	610-921-3393 (911)
	Police -	610-378-4011 (911)
	Medical -	610-378-2000 (St Joseph Hosp.)
		610-378-6218 (Reading Hosp.)
		610-378-8336 (Community Gen.)

M. Training Program

The Terminal Operator trains all employees in fire protection, prevention, safety and emergency reporting procedures.

On-site employees and drivers employed by Carlos R. Leffler, Inc. are trained in the following areas before a loading card is issued:

a) Driving proficiency
b) Loading procedures
c) Terminal agreement with other firms
d) Fire prevention and safety

Approximately sixty (60) customers have 24 hour access to the facility. Customers' drivers receive the same training as the Carlos R. Leffler, Inc. drivers and are issued loading cards when properly qualified.

N. List of Emergency Coordinators

Terminal Operator	Mr. Steve Long	Home Phone: (610) 375-1656 Work Phone: (610) 921-2016
Asst. Term. Opr.	Mr. Lee Werley	Home Phone: (610) 779-7796 Work Phone: (610) 921-2016
Executive Vice Pres.:	John Byler,	Home Phone: 717-569-1239 Work Phone: 717-866-2105

Local Emergency Agencies:

Fire	610-378-4911 (911)
Local Police (Muhlenberg Twp. Police)	610-929-5454 (911)
PA State Police	610-378-4011
Medical -	610-378-2000 (St Joseph Hosp.) 610-378-6218 (Reading Hosp.) 610-378-8336 (Community General)
Police Emergency	911

O. Duties and Responsibilities

During an emergency, the emergency coordinator will notify all personnel on-site, notify emergency response agencies, identify the problem, assess the health and environmental hazards, and will act to stabilize the situation. The emergency coordinator will be responsible for follow-up activities after the incident such as treating, storing, or disposing of residues and contaminated soil, decontamination and maintenance of emergency equipment, and submission of all necessary reports.

P. Chain of Command

NAME	FUNCTION
Steve Long	Terminal Operator
Lee Werley	Assistant Terminal Operator
Dennis Olson	Corporate Safety Director
John Byler	Executive Vice President

Q. Agency Notification

County E.M.A.	610-374-4800
P.E.M.A.	(717) 783-8150 (24 Hour)
D.E.P.	717-787-4343 (24 Hour)

EPA	215-597-9898
Chemtrec	800-424-9300
Fish Commission	610-866-6001
National Response Center	800-424-8802
Local Police	911
Local Fire Department (Goodwill Fire Co.)	610-378-4911 (911)
Berks Hazmat	610-378-4352 (911)
Recreational Areas:	No Known Recreational Areas

Downstream Water Users:

Berkshire Country Club	610-374-8244
General Public Utilities	610-375-5000
Birdsboro Slag RR 5 Birdsboro PA 19508	610-369-1242
Pottstown Water Authority Borough Hall 241 King Street Pottstown PA 19464	610-970-6516
Occidental Chemical Co. Armand Hammer Blvd Pottstown PA 19464	610-372-7544

R. Emergency Equipment

On-site emergency equipment includes fire extinguishers and tools located at the following places:

Loading Rack
Loading Pumps area
Storage Tank Area
Warehouse Area

Shut Off Valve location:

Loading Rack at each loading arm- 1/4 turn valve after each meter - 1/4 turn valve or gate valve before and after each pump. Each storage tank has a gate valve in the pipe line close to the tank.

S. Employee Evacuation Plan

An evacuation plan for employees has not been developed due to the small number of on-site personnel, and the diversity of possible work locations.

T. Emergency Response Contractors

Emergency response contractors are on call as required to solve any situations beyond the capability of plant employees.

a). Petroleum Products Equipment Company, 717-866-2105 - Specialists in the installation and repair of petroleum handling equipment.

b). W.W. Plentz, Inc., 610-376-3149

c). Nester Enterprises, 1286 Brandt Road, Mechanicsburg, 717-258-6175
Welding specialists with pipe and tanks

d). Elk Transportation, Inc.
1418 Carbon Street
Reading PA 19601
1-800-851-7156 (24 hour)

U. Local Emergency Response Agencies

Medical	911
Hospital	911
Fire	911
Police	911

V. Pollution History

Carlos R. Leffler, Inc. purchased the facility in May, 1994, There were no spills or leaks on site since then.

Under the previous owner, numerous spills and product releases were experienced. Monitoring wells and site observance is an on-going process. Reports of the previous incidents and a copy of the clean-up plan are available at the Carlos R. Leffler, Inc. Richland office.

W. Implementation Schedule

After approval by management, this plan will be distributed to all affected agencies and personnel. The plan will be effective upon distribution.

Missing and incomplete aspects of this Spill Prevention Response Plan will be added as revisions, as required.

SPILL PREVENTION CONTROL AND COUNTERMEASURE PLAN

CARLOS R. LEFFLER, INC.

Mailing Address	Plant Location Address
4030 Pottsville Pike	4030 Pottsville Pike
Reading, PA 19605	Reading, PA 19605
	Muhlenberg Township
	Berks County, PA

May, 1994

Revised September, 1996

CONTACT: Mr. Steve Long, Terminal Operator

TUCKERTON BULK STORAGE FACILITY

MUHLENBERG TOWNSHIP, BERKS COUNTY, PA

APPROVAL OF MANAGEMENT

Manager: Steve Long

Signature _____

Date 10/22/96

CERTIFICATION

Engineer J. Glenn Ebersole, Jr., P.E.

Signature _____

License Number 19602-E State Pennsylvania

Date 10/16/96

SPILL PREVENTION CONTROL AND COUNTERMEASURE PLAN

FOR

CARLOS R. LEFFLER, INC.

TUCKERTON BULK STORAGE FACILITY

I. GENERAL

A. Introduction

The Spill Prevention Control and Countermeasure Plan (SPCC Plan) has been prepared according to U.S. E.P.A. criteria, good engineering practice, and has received the full approval of management. The Terminal Operator intends to implement the plan as soon as possible.

B. Description of Facility

Name: Carlos R. Leffler, Inc.
Bulk Petroleum Products Storage Facility

Location: 4030 Pottsville Pike, Reading, PA
Phone: 610-921-2016

Terminal Operator: Steve Long

Business: 610-921-2016

Residence Phone: 610-375-1656

Owner: Carlos R. Leffler, Inc.

Other personnel: 3 (two (2) drivers & one (1) part time employee)

The Carlos R. Leffler, Inc. Tuckerton bulk storage plant distributes petroleum products in the form of gasoline, kerosene, diesel fuel and fuel oil. Products are stocked from underground pipeline and distributed by truck. This bulk plant, located in Muhlenberg Township, Berks County, PA is manned from 8:00 A.M. to 5:00 P.M. Monday through Friday. Qualified drivers have access to the facility 24 hours per day seven (7) days per week.. The service area for this facility includes parts of Berks, Lancaster, Lebanon, Lehigh, Montgomery, and Schuylkill counties.

The attached drawing, Appendix "A" shows the property boundaries and adjacent highway, on-site buildings and oil handling facilities.

Fixed Storage:

On-site storage consists of thirteen (13) vertical above-ground tanks and two (2) ungerground storage tanks as follows:

TANK NO.		PRODUCT STORED	MATERIAL	CAPACITY (gal.)
A23		DIESEL	STEEL	334,520
A24		DIESEL	STEEL	335,909
A25		KEROSENE	STEEL	333,610
A26		REMOVED		
A27		REMOVED		
A28		KEROSENE	STEEL	441,100
A29		GASOLINE	STEEL	609,506
A30		GASOLINE	STEEL	985,442
A31		FUEL OIL	STEEL	1,244,049
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A33		GASOLINE	STEEL	986,326
A34		FUEL OIL	STEEL	1,236,554
A35		XCL-12	STEEL	10,040
A36		GAS ADDITIVE	STEEL	3,000
A37		DIESEL ADDITIVE	STEEL	1,000
B002	*	MIXED OIL/GAS	STEEL	3,000
B004	*	VAPOR RECOVER	FIBERGLASS	2,000
			TOTAL	7,155,340

Vehicles: One Carlos R. Leffler, Inc, truck is based at this facility. All other trucks loading at this facility are based at other Carlos R. Leffler, Inc. plants, or are customer's trucks.

* These underground tanks are "tanks within another tank". The space between tank walls is equipped with an alarm system that continuously indicates the condition of the space, shows petroleum content, moisture or dry conditions.

C. Spill History

Carlos R. Leffler, Inc. purchased this facility in May, 1994, and has not experienced a spill event on-site since taking possession.

Under the previous owner numerous spill and product release incidents were experienced. Monitoring well observance is continuing on the site. Reports of the previous incidents and a clean-up plan are available at the Carlos R. Leffler, Inc. Richland office.

D. Spill Potential

This Carlos R. Leffler, Inc. facility will not represent a reasonable potential for equipment failure. There is no indication that a spill or discharge should be expected under Carlos R. Leffler, Inc. management.

Remote potential for a spill is possible from several sources (1) leaking pipe joints, (2) loading accidents, (3) tank overfilling, (above-ground tanks), and (4) ruptured or leaking storage tanks.

(1) Leaking pipe joints have a minimal potential for leakage from several drops per hour to several gallons per minute. All above-ground pipes at this facility are enclosed by the dike. Therefore, the dike surrounding the tanks and pipes will retain any leakage.

(2) Loading accidents have remote spill potential of approximately 650 gallons per minute. Each truck driver loading at this facility is constantly reminded to remain with the truck during product transfer operations. At the loading rack, the top loading valves are spring loaded closed and must be physically held in the open position during loading.

Each bottom loaded gasoline truck is equipped with the Sculley System, a self regulated shut-down sensor within the tank truck. When the tank truck is filled to the level of the sensor, the Scully System shuts-down the delivery pump.

(3) Overfilling above-ground tanks could result in a discharge rate of 2240 gallons per minute. Employees filling above-ground tanks have received special training and maintain a careful watch regarding product transfer quantities and tank capacity. Each tank on this site has a high level device to warn the operator of potential overflow situations. Any spillage will fall within the diked area surrounding the above-ground tanks.

(4) If an above- ground tank should rupture, the maximum spillage would be equal to the largest tank on the site, 1,244,049 gallons. This flow would be retained in the secondary containment area enclosed by the dike. The containment volume of the dike is

sufficient to hold the contents of the largest tank on-site plus an allowance for precipitation.

II. FACILITIES DRAINAGE

Drainage of the bulk storage facility site is as shown on the site plan - Appendix "A". A man-made diked area surrounds the thirteen (13) above-ground bulk storage tanks and above-ground pipelines.

III. BULK STORAGE TANKS

A. Material:

The bulk storage tanks are of all welded steel construction compatible with the liquid stored and the conditions of storage. This facility has received Pennsylvania state permits for its construction and operation. All tanks are registered with PA D.E.P.

B. Containment:

The bulk storage tank installation is constructed so that a secondary means of containment is provided. Secondary containment consists of an earthen levee. Secondary containment is provided for a minimum of the entire contents of the single largest tank plus sufficient free board to allow for precipitation. The dike is sufficiently impervious to contain spilled oil.

Rainfall is allowed to evaporate or is removed from the diked area by portable pump after being checked for the presence of petroleum products, whenever the contained water reduces the dike volume to less than the volume of the largest tank within the diked area. All pumpings will be recorded on a log sheet similar to the example in Appendix D.

C. Drainage of Rainwater:

Rainfall is allowed to evaporate or is removed from the diked area by portable pump after being checked for the presence of petroleum products, whenever the contained water reduces the dike volume to less than the volume of the largest tank within the diked area. All pumpings will be recorded on a log sheet similar to the example in Appendix D.

D. Buried Tanks:

An on-site oil/water separator is connected to drains at the truck loading rack. The oil/water separator is cleaned as necessary and the contents are handled according to existing regulations.

E. Above-ground tanks:

The Terminal Operator performs regular visual integrity checks of all above-ground tanks. The operating personnel make observations of all product handling facilities daily.

F. Overflow Protection

All volumes of the bulk storage tanks are checked by electronic and/or manual gauge before each filling. The plant operators are trained and certified by the Terminal Operator and are in direct contact with the tank being filled to prevent overflow. All storage tanks at this facility have high level indicators to warn personnel of impending overflow.

This facility is equipped with the "Sculley System" where each truck is equipped with a level sensor in the tank. When product levels in the tank reach the sensor, the system stops product flow.

G. Visible Oil Leaks:

All visible oil leaks will be promptly corrected.

IV. FACILITY TRANSFER OPERATIONS, PUMPING AND IN-PLANT PROCESS

A. Buried Piping:

All buried pipelines were installed according to governing regulations and have not been exposed.

B. Pipes not in service:

All pipe lines will be capped and marked as to their origin when not in service.

C. Pipe Supports:

All pipe supports and saddles are properly designed to minimize abrasion and corrosion and allow for expansion and contraction.

D. Above-ground Piping:

The above-ground pipelines are enclosed by the loading rack and dike.

E. Vehicular Traffic

In areas where traffic is routed, product transfer pipes are underground. Vehicular traffic, due to the underground piping, does not present a hazard to any pipelines.

V. FACILITY LOADING/UNLOADING RACK

A. Drainage

The loading area is built so rain water and any spilled product will flow into a drainage grate and then to an oil/water separator. The extant oil/water separator is capable of containing 5,000 gallons of oil and is equipped with a float operated pump to periodically remove excess water. A 3,000 gallon underground waste oil tank is provided to temporarily store oil collected by the extant oil/water separator. The combination of oil/water separator and waste oil tank capacities will not contain the volume of the largest compartment filled at the terminal. The oil/water separator and the waste oil tank will be cleaned as required and the contents will be disposed according to existing regulations.

The existing 3.000 gallon waste oil underground storage tank will be replaced with a 10.000 gallon underground storage tank in December, 1996, the earliest time that a tank can be acquired. This will ensure that the loading rack area has a containment system to hold the volume of the largest truck compartment.

Product spillage at the loading rack will be addressed by the driver with readily available spill containment materials. The material shall be placed to prohibit product spillage from flowing onto the adjacent property.

B. Warning or Barrier

Delivery drivers load their own trucks thus avoiding any truck departure before complete disconnect of transfer lines. Delivery men are thoroughly trained in these procedures and certified before receiving loading cards. Additionally, signs are posted at the loading rack reminding the driver to double check the disconnection of product transfer lines.

C. Truck Drains

The lower-most drain and all outlets of tank trucks are examined for leakage before filling.

VI. INSPECTIONS AND RECORDS

Inspections will be according to written procedures (Appendix "C") developed for this facility by the Owner. These inspections shall be recorded and signed by the inspector and shall be made part of the SPCC Plan. All inspection reports will be maintained for a minimum of three years.

VII. SECURITY

A. Fencing

All oil facilities are surrounded by a six foot high chain link fence with a barbed wire top section. The entrance gates are locked when the facility is un-attended. Each qualified driver is issued a key card to allow access to the loading rack for after hours operation.

B. Valves

All pumps are shut off by computer when not in use. All tanks have automatic valves that open on demand and close when not being used.

C. Starter controls

The plant computer, which controls the pumps, is located within a locked building.

D. Connections for Loading

All product pumps are shut off by the computer when not in service or when on standby service for an extended time.

E. Lighting

The facility is lighted by several area lights which provide adequate illumination for;

(1) the discovery of spills at night, and

(2) the prevention of spills through acts of vandalism.

The lights are automatically energized and de-energized by timers to provide adequate light during non-daylight hours.

VIII. PERSONNEL, TRAINING AND SPILL PREVENTION PROCEDURES

A. Instructions of operating personnel

All personnel are instructed in the operation and maintenance of the facility equipment. This instruction includes applicable pollution control laws, rules and regulations.

B. Accountable Person

The Terminal Operator.accountable for this plan and related activities.

C. Briefing of Operating Personnel

All personnel will attend briefings on the SPCC Plan. These briefings will highlight and describe known spill events or failures, malfunctioning components and recently developed precautionary measures.

D. Spill Prevention Procedures

Oil spill prevention procedures include the diligent adherence to the activities and facilities detailed in this SPCC Plan.

Each Carlos R. Leffler, Inc. truck is equipped with a copy of the "Carlos R. Leffler, Inc. Highway Incident Response Plan" detailing the procedures to be followed in the event of a spill during l delivery or transit operations.

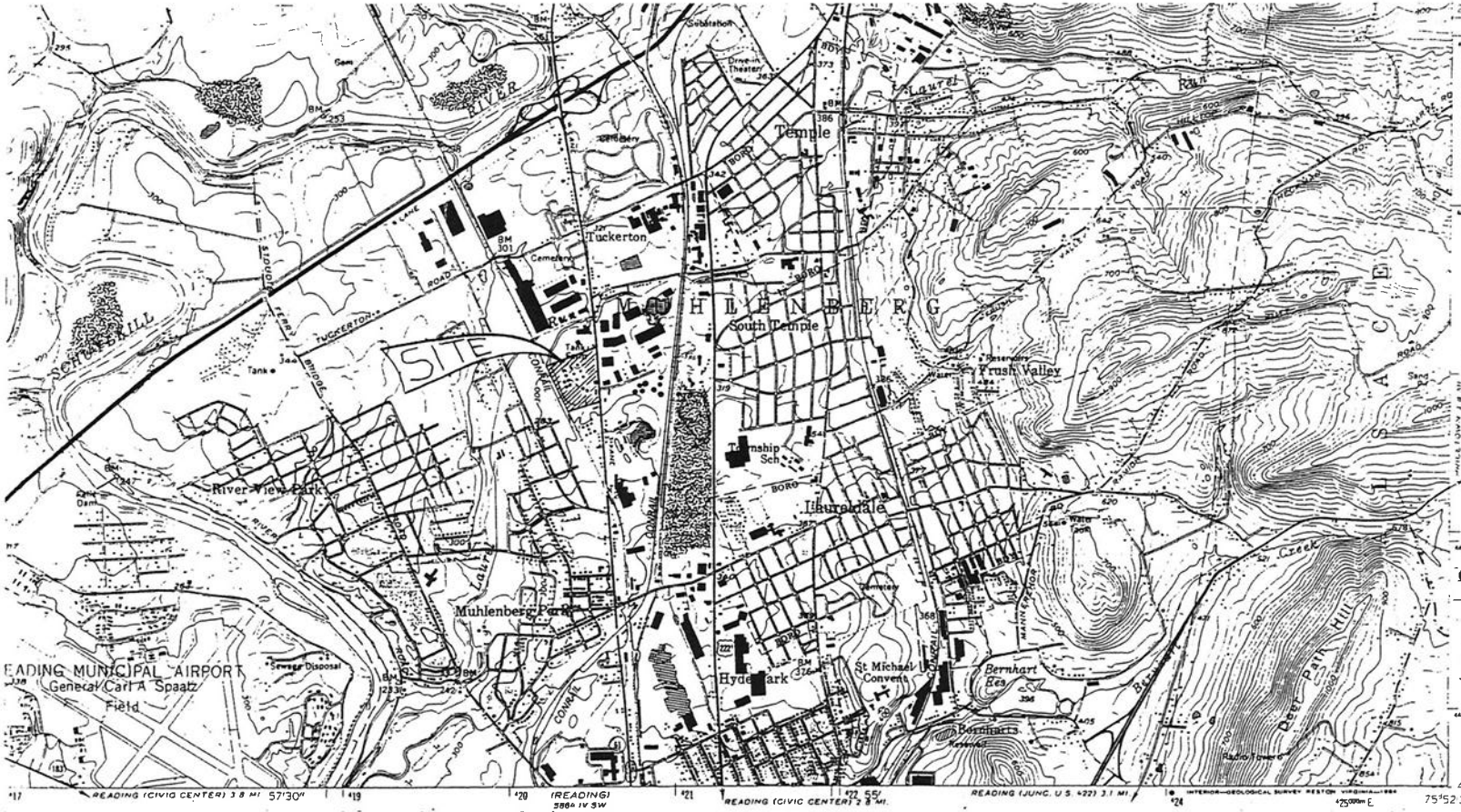
IX. IMPLEMENTATION.

The following measures and structural requirements.will be accomplished as part of this SPCC Plan as soon as possible.

1. Inspections will be according to written procedures developed for this facility by the Owner.

2. A written inspection record will be signed by the inspector, and made a part of this SPCC Plan. Inspection records will be kept for a minimum of three years. The form will include the items listed in Appendix "C".

3. The Owner will schedule and conduct spill prevention briefings to assure that all personnel have adequate understanding of the SPCC Plan. These briefings will be held at least once every six months. Spill events, facilities, malfunctioning components, and recently developed precautionary measures will be described at these meetings.



CARLOS R. LEFFLER, INC.
TUCKERTON BULK PLANT

DM/A REF: 93-221.8

SCALE 1:24 000

1 0 1 MILE
1000 0 1000 2000 3000 4000 5000 6000 7000 FEET
1 5 0 1 KILOMETER

CONTOUR INTERVAL 20 FEET
NATIONAL GEODETIC VERTICAL DATUM OF 1929

ROAD CLASSIFICATION

Heavy-duty ——— Light duty - - -
Medium-duty ——— Unimproved dirt - - - - -
U.S. Route State Route

UTM GRID AND 1983 MAGNETIC NORTH DECLINATION AT CENTER OF SHEET

PENNSYLVANIA

QUADRANGLE LOCATION

TEMPLE, PA.
40075-D8-TF-024
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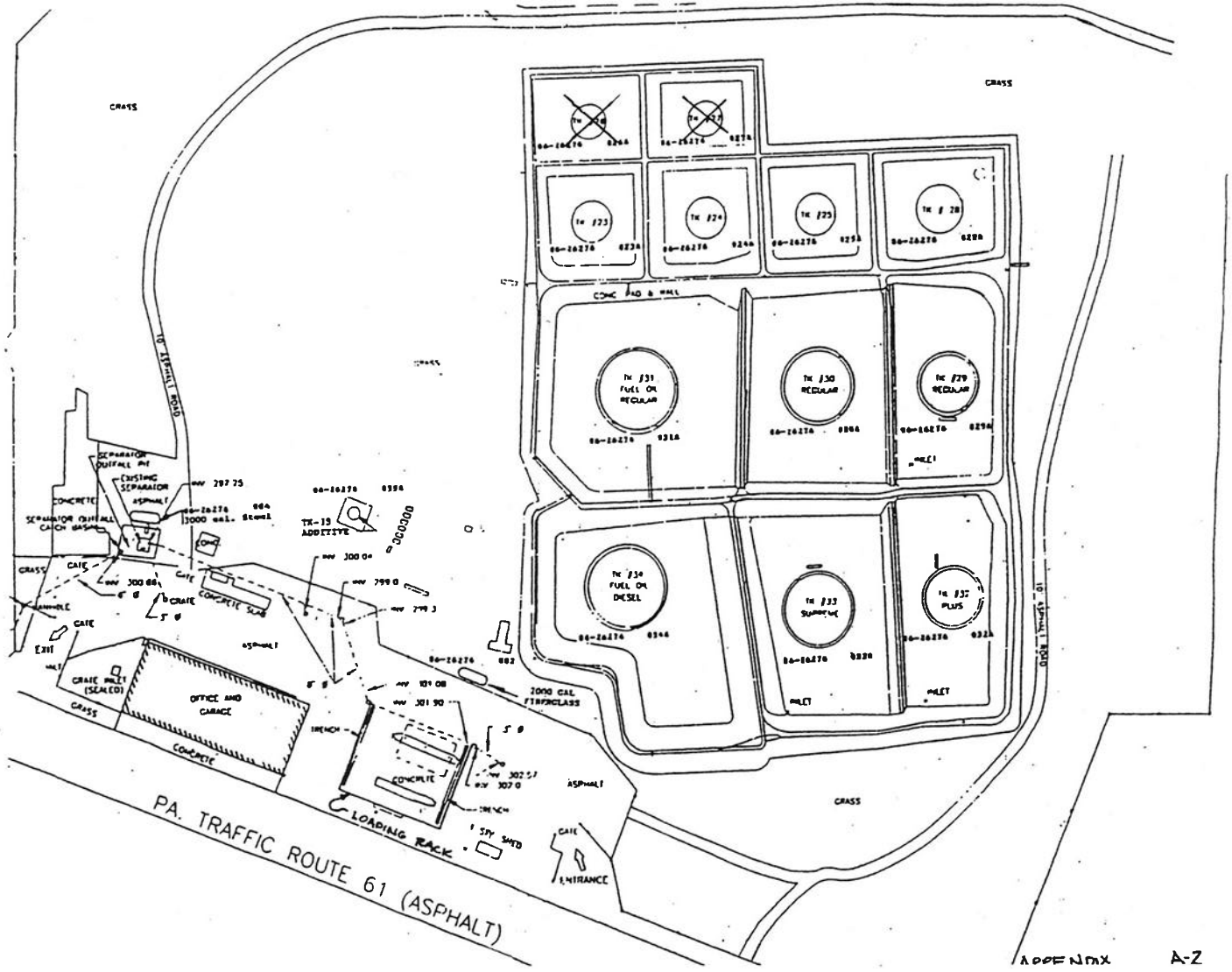
Revisions shown in purple and woodland compiled in cooperation with Commonwealth of Pennsylvania agencies from aerial photographs taken 1981 and other sources. This information not field checked
Map edited 1983

Purple tint indicates extension of urban areas

CARLOS R. LEFFLER, INC.

Tuckerton Terminal

SITE Plan



APPENDIX A-2

APPENDIX B

CARLOS R. LEFFLER, INC OIL SPILL CONTINGENCY PLAN

July 1, 1990
Revised September, 1996

PREFACE

The following document is designed to establish an Oil Spill Contingency Plan for dealing with oil spill emergencies associated with operations of Carlos R. Leffler, Inc. It is not an all inclusive plan since each incident must be treated individually on a case by case basis.

The purpose of the Leffler Oil Spills Contingency Plan is fourfold:

(1) To provide a list of jobs that must be done when oil is spilled, with some indication of priority and importance.

(2) To provide for the assignment of such jobs prior to an oil spill, with appropriate designation of responsibility and authority.

(3) To provide communication patterns to assure coordination of efforts.

(4) To provide reference materials that might be useful to those responsible for the various duties that occur as the result of a spill. The plan will require modification from time to time, as personnel change, as technologies advance, and as experience dictates improvements. This plan will be reviewed periodically to assure that it is up to date. The Oil Spills Task Force will make these reviews and incorporate any necessary revisions.

INTRODUCTION

Major spills can generate complex technical, legal and public relations problems. It can not be emphasized too strongly that the best way to handle oil spills is to prevent their occurrence. Good housekeeping, adequate equipment maintenance and adherence to proper operation procedures are the best insurance against oil spills. When accidental spills do occur, they will require the immediate coordination of efforts of many company personnel. The involvement of outside agencies and the possible assistance of third party containment,

recovery and cleanup services is possible. This Oil Spills Contingency Plan is designed to help company personnel respond quickly and effectively to the problems presented by accidental spills. Its ordinary goal is to limit as far as practicable, damage to property, wildlife or the ecology.

Within this Oil Spills Contingency Plan Manual are descriptions of the duties to be discharged when oil is spilled. It provides affected personnel with procedures for handling such spills effectively. Some of the procedures are mandatory and they are so identified. Others are merely suggested as their application might be dependent upon the conditions of the spill.

OIL SPILLS TASK FORCE

A standing company Oil Spills Task Force is hereby designated to establish policy and insure coordination of all company oil spill response efforts. It will be so constituted that its members or their designates are free to devote their time to the handling of any major spill.

The task force will include as regular members:

1. Mr. Patrick Castagna, President
   Phone: (717) 866-2105, 354-4136 or (717) 354-8620

2. Mr. John Byler, Executive Vice President
   Phone: (717) 866-2105 or (717) 569-1239

3. Mr. Tim Steinrock, Vice President , Administration
   Phone (717) 866-2105 or (610) 796-7219

4. Mr. Doug Engle, Vice President Distribution
   Phone (717) 866-2105 or (717) 626-8369

The Oil Spills Contingency Plan is divided into sections covering the marketing and manufacturing departments. For each department instructions are included on procedures to follow, personnel to be notified locally, and individuals and offices to be notified inside and outside the company.

In all cases certain procedures will become effective immediately upon the observance of any oil spill at a company installation or as a result of company operations which could possibly pollute shorelines, coastal or inland water or the open sea or which could damage fowl or endanger any property or wildlife on or off shore. The nature of potential oil spills dictates that there be a two-tiered response capability. The first level of response deals with the relatively small spill wherein there is a local capability to respond effectively. The second level of response deals with the major spill and contemplates

assignment of the oil spill task force or their designees on a detached duty basis to the problem at hand.

RESPONSE RESPONSIBILITY

Actions to control, contain, remove and clean up oil spills are to begin whenever an oil spill is reported by any employee. The immediate responsibility for these actions tests with ranking company employee on the scene. Responsibility will move to higher levels of management depending upon the size of the spill, the ability of local units to control it and the potential for spill damage.

Levels of responsibility

1. Local superintendents or supervisors (e.g. Terminal supervisor, Area superintendent) will be responsible for all spills within their areas which local organizational units can handle without involvement of other company units.

2. Operating department managers (ie. Refinery manager, distribution and engineering manager) will be responsible for larger spills whose size or nature indicates that product may escape beyond local area or exceed the control capabilities of the local organizational unit. When such spills occur, regional managers will arrange for appropriate assistance from other company units, outside cleanup services and members of oil spill cooperatives, where established.

3. Vice-president or senior executives will be responsible for extremely large spills where the possibility exists for extensive contamination of larger areas of water, shorelines or damage to property or wildlife. Spills of major severity may require total company effort and close cooperation with government agencies.

ADVANCE PREPARATIONS

Heads of all departments likely to be involved in oil spill operation are responsible for:

1. Advance assignment of personnel who might be needed in the event of a spill.
2. Clear definition and distribution of duties of personnel in the event of a spill.

3. Training and orientation of personnel with advance assignments.

4. Arranging for travel clearance, including passports, in advance of need.

The Air and Water Conservation Specialist will:

1. Provide an inventory of the company's personnel and equipment for dealing with major spills.

2. Provide a periodic review of the company;s readiness for dealing with oil spills.

3. Distribute technical data and training materials to personnel who will be responsible in the event of a spill.

4. Provide appropriate technical material for the appendices of this manual.

PUBLIC RELATIONS

Improper handling of press relations during an emergency such as an oil spill can cancel much of the good will the company has accumulated over the years. To make certain this does not occur, it is wise to plan in advance.

No statements regarding a spill will be made by any company employee except as follows:

1. Immediately following a spill, the ranking company official or his designee at the scene will issue simple statements of fact.

2. Regardless of the time of day an emergency occurs, the local manager or his representative should notify appropriate department and public relations managers who will in turn contact proper corporate officials.

3. As soon as possible after a spill, a single official spokesman for the company will be designated by the company official in charge.

4. Before any detailed statements are issued regarding a major spill, they are to be cleared through the company official in charge and the oil spills task force and, if time permits, the public relations manager.

The designated official company spokesman will, with the help of public relations prepare a preliminary statement:

1. Giving the name of the installation or vessel(s) involved, the time of the accident, the destination of the vessel(s) the type of product spilled, and any other facts that are not in dispute (such as the steps the company has taken to contain, control or handle the spill).

2. Stating explicitly that it is the company's policy to prevent pollution of the sea, coastline, or inland waters and to minimize damage to property or the ecology.

3. Announcing that further details and progress reports will be issued as soon as possible. If deemed necessary because of the magnitude of the oil spill, the company spokesman will also:

   A. Set up communications facilities for news media.

   B. When safety conditions permit, make arrangements necessary to get local reporters to the scene of the spill or back to public communications facilities.

Company spokesmen will also issue statements and hold regular briefings for the press and government officials reporting:

1. If the spill has been controlled or status of cleanup operations.

2. The size of the spill - quantity and area affected.

3. Movement of the spill and what factors can affect its future movements, such as wind, current, and tides. (Premature statements as to what may have caused the spill must be avoided).

4. Description of cleanup measures taken and planned, types and quantities of equipment being used and manpower involved.

5. Special efforts taken to protect property and wildlife.

Progress reports and copies of all statements issued should be forwarded to the appropriate department manager and public relations manager, who in turn , will provide reports for proper corporate officials.

No statements shall be made containing any of the following, without specific approval of corporate officials:

1. Speculations concerning liability for the spill or its legal consequences.

2. Speculations regarding the cause of the spill. An extended inquiry may be needed to determine the actual cause, and legal liability could be affected by what is said.

3. Estimates of damage expressed in dollars.

4. Estimates of how long cleanup will take or cleanup costs.

APPENDIX C

GENERAL INSTRUCTIONS FOR COMPLETING RECORD OF INSPECTIONS FORM

The SPCC Plan requires monthly inspections of the various components of the bulk storage facility by competent operating personnel. A Record of Inspections form has been designed and is part of the SPCC Plan. A set of general instructions for completing the form is given below:

The person performing the inspection should carefully inspect each element of the bulk storage facility listed on the Record of Inspections Form. Note satisfactory or unsatisfactory condition by placing an "S" or a "U" in the appropriate block. If a "U" is given in any area , a note must be made on the form as to the date the unsatisfactory element is corrected.

Whenever some element is found unsatisfactory, the plant manager should be notified immediately so that the required corrective action can be initiated. A brief comment on any unsatisfactory condition may be noted in the COMMENTS section of the Record of Inspections Form.

ELEMENTS OF THE INSPECTION FORM

1. Date: The date of the inspection shall be recorded.

2. Storage tanks, pipelines, valves, hoses and foundations: All above-ground storage tanks, valves, pipelines, hoses and foundations should be examined by competent operating personnel to assess the general condition of the storage tanks, pipeline supports, locking of valves, catch pans, hoses, etc. If sections of underground piping or storage tanks are exposed for any reason, these facilities should be examined carefully for deterioration. If any damage or potential problem is found, corrective action should be initiated as soon as possible.

3. Loading/Unloading Racks: All loading and unloading racks should be examined to determine any malfunctions or leaks that create a risk of an oil spill.

4. Oil Spill Control Measures: The oil spill control measures as stated in this SPCC plan should be reviewed to determine whether or not all necessary equipment and material is available and in good operating condition at each bulk oil storage facility.

5. Lighting: All lighting should be inspected to determine if the lights work and if the proper illumination is being given to the bulk storage area.

6. Security Locks: All necessary locks should be inspected to determine if they are locked when required, if they work properly and easily, and if they have been damaged or tampered with.

7. Dikes: All diked areas should be inspected to assess the general condition of the dikes and to determine if there is proper drainage for storm water, if the dike area is free of debris and weeds, and if the dike is sufficiently impervious to contain spilled oil.

8. SPCC Plan Briefings: These briefings must be held at six month intervals. A check on the conduct of these briefings to assure their effectiveness is essential.

9. Comments: This section may be used if necessary to note any additional information which may be helpful to a reviewer of the record of inspections.

10. Signature: The person who conducts the inspection should sign his or her initials.

IV SAFE TOP LOADING PROCEDURES

1. DRIVE TO LOADING POSITION WITH PROPER INSTRUCTIONS.
2. SHUT OFF ENGINE, LIGHTS, AND ELECTRICAL ACCESSORIES.
3. SET PARKING BRAKE. DO NOT CHOCK WHEELS AT THE LOADING RACK.
4. GROUND VEHICLE.
5. HOOK UP VAPOR RECOVERY HOSE
6. OPEN EACH COMPARTMENT'S EMERGENCY VALVE AND UNLOADING FAUCET AND DRAIN INTO CONDUCTIVE BUCKET OR DRAIN HOSE. CLOSE EACH VALVE AND FAUCET WHEN DONE.
7. INSERT CARD, ENTER SECURITY NUMBER AND CUSTOMER NUMBER AT CARD READER.
8. ADJUST PRODUCT IDENTIFICATION TAGS FOR EACH COMPARTMENT LOADING.
9. SET METER COUNTERS TO ZERO AND INSERT METER TICKET IF REQUIRED.
10. WHERE PROVIDED LOWER HINGED PLATFORM/STAIRS TO TOP OF TRUCK.
11. OPEN DOME COVER OF COMPARTMENT BEING LOADED ONLY. ALWAYS LOAD UNLEADED PRODUCTS FIRST.
12. KEEP DOME COVERS CLOSED EXCEPT THOSE BEING LOADED.
13. LOWER LOADING ARM FULLY INTO COMPARTMENT AND ESTABLISH METAL TO METAL CONTACT WITH COMPARTMENT BOTTOM.
14. START PRODUCT FLOW AT REDUCED RATE UNTIL BOTTOM OF LOADING ARM IS COVERED AND TURBULENCE IS MINIMIZED.
15. NEVER BLOCK OR TIE DOWN THE LOADING VALVE.
16. ALWAYS BE READY TO STOP FLOW OF PRODUCT IN CASE OF EMERGENCY.
17. WHEN LOADING IS COMPLETE, REMOVE LOADING ARMS AND SECURE.
18. IN THE EVENT OF A SPILL, ALL LOADING OPERATIONS IN THE VICINITY ARE TO STOP AND AND NO TRUCKS ARE TO BE MOVED UNTIL THE SPILLED PRODUCT HAS BEEN HANDLED.
19. REMOVE COMPUTER CARD/DISCONNECT GROUNDING DEVICE.
20. MAKE A QUICK VISUAL SAFETY INSPECTION OF VEHICLE AND AREA BEFORE LEAVING.
21. PULL TRUCK CLEAR OF RACK AND PICK UP INVOICE.
22. DO NOT GAUGE, SAMPLE, OR INSERT ANY DEVICE INTO TANK FOR FULL FIVE MINUTES AFTER LOADING HAS CEASED.

IV SAFE BOTTOM LOADING PROCEDURES

1. DRIVE TO LOADING RACK AND POSITION TRUCK PROPERLY FOR LOADING.
2. SHUT OFF ENGINE, LIGHTS, AND ELECTRICAL ACCESSORIES.
3. SET PARKING BRAKE. DO NOT CHOCK WHEELS AT THE LOADING RACK.
4. OPEN EACH COMPARTMENT'S EMERGENCY VALVE AND UNLOADING FAUCET AND DRAIN INTO CONDUCTIVE BUCKET OR DRAIN HOSE. DO NOT USE A PLASTIC BUCKET.
5. DRAIN ANY PRODUCT FROM TRAILER VAPOR RECOVERY CONNECTION.
6. ACTIVATE OVERFILL PROTECTION SYSTEM BY CONNECTING RACK PLUG TO TRAILER RECEPTACLE.
7. INSERT CARD, ENTER SECURITY NUMBER AND CUSTOMER NUMBER AT CARD READER.
8. ADJUST PRODUCT IDENTIFICATION TAGS FOR EACH COMPARTMENT LOADING.
9. CONNECT BOTTOM LOADERS TO CORRECT COMPARTMENTS AND VAPOR HOSE TO TRAILER VAPOR CONNECTION. ALWAYS LOAD UNLEADED PRODUCTS FIRST.
10. PRESET METER AND START PRODUCT FLOW FOR EACH COMPARTMENT.
11. STAY AT TRUCK, WATCH FOR LEAKS, AND BE PREPARED TO SHUT OFF THE FLOW OF PRODUCT MANUALLY IF METER PRESET-STOP FAILS.
12. IN THE EVENT OF OVERFILL WHILE LOADING, REPORT TO THE SUPERVISOR FOR INSTRUCTIONS.
13. WHEN LOADING IS COMPLETED, DISCONNECT HOSES AND OVERFILL PROTECTION.
14. SECURE ALL LOADING ARMS.
15. REMOVE COMPUTER CARD.
16. MAKE A QUICK VISUAL SAFETY INSPECTION OF THE ENTIRE AREA.
17. PULL TRUCK CLEAR OF RACK AND PICK UP INVOICE.
18. DRIVE AWAY SLOWLY WITH CAUTION.
19. DO NOT GAUGE, SAMPLE, OR INSERT ANY DEVICE INTO TANK FOR FULL FIVE MINUTES AFTER LOADING HAS CEASED.

V WARNING - SWITCH LOADING INSTRUCTIONS

GENERAL: IF YOU HAVE NOT SWITCH LOADED BEFORE OR HAVE ANY QUESTIONS, DO NOT ATTEMPT TO LOAD. REPORT TO OFFICE FOR ASSISTANCE.

SWITCH LOADING IS DEFINED AS THE LOADING OF HIGH-FLASH PRODUCTS SUCH AS: HEATING OIL, DIESEL FUEL, TURBO FUEL, KEROSENE, OR OTHER DISTILLATES INTO A COMPARTMENT THAT PREVIOUSLY CONTAINED A LOW FLASH PRODUCT SUCH AS GASOLINE. A STATIC DISCHARGE FROM THE DISTILLATE PRODUCT BEING LOADED COULD IGNITE THE REMAINING VAPORS FROM THE LOW FLASH PRODUCT.

BOTTOM LOADING:

1. BOND TANK VEHICLE TO LOADING RACK WITH GROUNDING CLAMP, OVERFILL SIGNAL WIRE, OR BOTTOM LOADING ARM ASSEMBLY.
2. IF COMPARTMENT AND PIPING DOES NOT DRAIN DRY, IT WILL NEED TO BE FLUSHED WITH DISTILLATE PRODUCT TO BE LOADED. REPORT TO OFFICE FOR FLUSHING INSTRUCTIONS.
3. INLET FLOW SHOULD NOT BREAK PRODUCT SURFACE. DO NOT EXCEED INITIAL FLOW RATE OF 120 GALLONS PER MINUTE FOR 4" LOADERS AND 70 GALLONS PER MINUTE FOR 3" LOADERS.

OTHER PRECAUTIONS:

1. DO NOT ALLOW LOOSE OBJECTS TO FALL INTO COMPARTMENTS. HAVE QUALIFIED MAINTENANCE PERSONNEL REMOVE ANY LOOSE OBJECTS FOUND.
2. ALWAYS KEEP DOME COVERS SECURELY CLOSED AND LATCHED BEFORE AND AFTER DELIVERY OR LOADING.
3. IF THERE IS A GAUGE ROD IN A COMPARTMENT, THERE MUST BE AN ANTI-STATIC CABLE, ROD, WIRE, OR CHAIN SECURED TO THE BOTTOM OF THE COMPARTMENT. DO NOT LOAD IF THE CABLE IS BROKEN.